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Washington, D.C. 20549

### ANNUAL AUDITED REPORT FORM X-17A-5 PART III

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Information Required of Brokers and Dealers Pursuant to Section 17 of the Securities Exchange Act of 1934 and Rule 17a-5 Thereunder

| REPORT FOR THE PERIOD BEGINNING                  | 01/01/05                          | AND ENDING_          | 12/31/05                      |
|--|-----------------------------------|----------------------|-------------------------------|
|  | MM/DD/YY                          |                      | MM/DD/YY                      |
|  | GISTRANT IDENTIF                  | ICATION              |                               |
| FTS<br>NAME OF BROKER-DEALER: 1 Firsst           | N, TNC.<br>Internet Securities Ne | twork                | OFFICIAL USE ONLY             |
| ADDRESS OF PRINCIPAL PLACE OF BU                 | SINESS: (Do not use P.O.          | Box No.)             | FIRM I.D. NO.                 |
| 4800 Montgomery Lane, Suite 880                  |                                   |                      |                               |
|  | (No. and Street)                  |                      |                               |
| Bethesda   | MD                                | 20                   | 814                           |
| (City)   | (State)                           |                      | (Zip Code)                    |
| NAME AND TELEPHONE NUMBER OF P<br>Thomas M. Coan | ERSON TO CONTACT IN               |                      | FPORT<br>(40) 497-0400        |
|  |                                   |                      | (Area Code - Telephone Number |
| B. ACC   | COUNTANT IDENTII                  | FICATION             |                               |
| INDEPENDENT PUBLIC ACCOUNTANT                    | whose opinion is contained        | l in this Report*    |                               |
| V <sub>1</sub>                                   | whose opinion is condined         | an and respond       |                               |
| Santos, Postal & Company, P.C.                   | (Name - if individual, state las  | ( first middle name) |                               |
| 11 North Woohington St. Sto 600                  | Rockville                         | MD                   | 20852                         |
| 11 North Washington St, Ste 600 (Address)        | (City)                            | (State)              | (Zip Code)                    |
| CHECK ONE:                                       |                                   |                      | •.<br>                        |
| Circlified Public Accountant                     |                                   |                      | PROCESSED                     |
| ☐ Public Accountant                              |                                   |                      | APR 1 7 2006                  |
| ☐ Accountant not resident in Un                  | ited States or any of its po-     | ssessions.           | THOMSON                       |
|  |                                   |                      | FINANCIAL                     |
|  | FOR OFFICIAL USE                  | UNLT \               | d 21 a.                       |
|  | ,                                 | a MU                 |                               |
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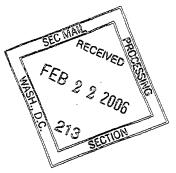
\*Claims for exemption from the requirement that the annual report be done by the opinion of an independent public accountant must be supported by a statement of facts and circumstances relied on a line basis for the exemption. See Section 240.17a-5(e)(2)

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

SEC 1410 (06-02)

### OATH OR AFFIRMATION

| ı, 7 | Thomas M. Coan   |                           | , swear (or affirm) that, to the best of                           |
|------|--|---------------------------|--|
| -    |  | ncial statement an        | supporting schedules pertaining to the firm of                     |
|      | st Internet Securities Network   | , 20 05                   | , as   |
| -    | December 31  |                           | _, are true and correct. I further swear (or affirm) that          |
|      |  | • •                       | or director has any proprietary interest in any account            |
| clas | ssified solely as that of a customer, except as  | follows:                  |  |
|      |  |                           |  |
|      |  |                           |  |
|      |  |                           | $\sim$ 10  |
|      |  |                           |  |
|      | *****  | ميوسيي <u>ة</u>           | yours at ou  |
|      |  | . CRONIN                  | Signature  |
|      | Monigoriery Co   | Public<br>Dunty, Maryland | RESIDENT   |
|      | My Commission Ex   | pires May 1 2007          | Title  |
| 10   | Man A M.   | 2, 2007                   |  |
| 1    | Muly of While  |                           |  |
| 1    | Notary Public  |                           |  |
| Thi  | s report ** contains (check all applicable box   | kes):                     |  |
| Z    | (a) Facing Page.   | ·                         |  |
|      | (b) Statement of Financial Condition.  |                           | •  |
|      | (c) Statement of Income (Loss).  | a (a)                     |  |
|      | <ul><li>(d) Statement of Changes in Financial Cond</li><li>(e) Statement of Changes in Stockholders'</li></ul> |                           | or Sale Pranciators' Canital                                       |
|      | (f) Statement of Changes in Liabilities Sub  |                           |  |
|      | (g) Computation of Net Capital.  |                           | , ,,,,   |
| Ø    | (h) Computation for Determination of Rese  | rve Requirements          | Pursuant to Rule 15c3-3.   |
|      | (i) Information Relating to the Possession   |                           |  |
| И    |  |                           | Computation of Net Capital Under Rule 15c3-3 and the               |
|      | Computation for Determination of the R   |                           |  |
| اسا  | consolidation. N/A   | na unaudited State        | ments of Financial Condition with respect to methods of            |
|      | (1) An Oath or Affirmation.  |                           |  |
|      | (m) A copy of the SIPC Supplemental Repo   | rt. N/A                   |  |
|      |  |                           | or found to have existed since the date of the previous audit. N/A |
| V    | (o) Independent auditor's report on intern   | al accounting con         | trol.  |
| **F  | For conditions of confidential treatment of ce   | rtain portions of th      | is filing, see section 240.17a-5(e)(3).                            |



FISN, INC. FINANCIAL STATEMENTS DECEMBER 31, 2005 AND 2004

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Certified Public Accountants

11 North Washington Street Suite 600 Rockville, MD 20850 (240) 499-2040 FAX (240) 499-2079 WWW.SPCCPAS.COM

#### INDEPENDENT AUDITOR'S REPORT

To the Board of Directors of FISN, Inc.
Bethesda, MD 20814

We have audited the accompanying balance sheets of FISN, Inc. as of December 31, 2005 and 2004, and the related statements of operations, retained earnings, and cash flows for the years then ended that you are filing pursuant to rule 17a-5 under the Securities and Exchange Act of 1934. These financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on these financial statements based on our audits.

We conducted our audits in accordance with U.S. generally accepted auditing standards. Those standards require that we plan and perform the audits to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, the financial statements referred to above present fairly, in all material respects, the financial position of FISN, Inc. as of December 31, 2005 and 2004, and the results of its operations and its cash flows for the years then ended in conformity with U.S. generally accepted accounting principles.

Our audit was made for the purpose of forming an opinion on the basic financial statements, taken as a whole. The information contained in Schedules I and II is presented for the purpose of additional analysis and is not a required part of the basic financial statements. The supplementary information is required by rule 17a-5 under the Securities Exchange Act of 1934. Such information has been subjected to the procedures applied in the audit of the basic financial statements and, in our opinion, is fairly stated in all material respects in relation to the basic financial statements taken as a whole.

Soutes, Pull & loggy. P.C.

February 6, 2006

# FISN, INC. BALANCE SHEETS AS OF DECEMBER 31,

### **ASSETS**

| OVER DEVIT A COPTO                       |             | 2005    | <del></del> | 2004    |
|--|-------------|---------|-------------|---------|
| CURRENT ASSETS:                          |             |         |             |         |
| Cash                                     | \$          | 41,140  | \$          | 37,233  |
| Cash deposits with clearing organization |             | 668,849 |             | 680,769 |
| Trading securities                       |             | 37,746  |             | 19,805  |
| Commissions receivable - broker          |             | 10,652  |             | 18,226  |
| - other                                  |             | 19,024  |             | 15,095  |
| Prepaid income taxes                     |             | 14,591  |             | 915     |
| Deferred income tax asset                |             | 8,927   |             | 11,442  |
| Total current assets                     |             | 800,929 |             | 783,485 |
| PROPERTY AND EQUIPMENT:                  |             |         |             |         |
| Furniture and equipment                  |             | 144,070 |             | 144,070 |
| Automobiles                              |             | ,<br>-  |             | 47,788  |
| Leasehold improvements                   |             | 7,363   |             | 7,363   |
|  |             | 151,433 |             | 199,221 |
| Less: Accumulated depreciation           | <u> </u>    | 135,843 |             | 151,459 |
| Net property and equipment               |             | 15,590  |             | 47,762  |
| OTHER ASSETS:                            |             |         |             |         |
| Deposit                                  |             | 9,815   |             | 9,815   |
| Investment securities                    |             | 16,419  |             | 3,045   |
|  |             | 26.224  |             | 12.060  |
|  | <del></del> | 26,234  |             | 12,860  |
| TOTAL ASSETS                             | <u>\$</u>   | 842,753 | <u>\$</u>   | 844,107 |

# FISN, INC. BALANCE SHEETS AS OF DECEMBER 31,

### LIABILITIES AND STOCKHOLDERS' EQUITY

| CURRENT LIABILITIES:   | 2005              | 2004              |
|--|-------------------|-------------------|
| CORRENT LIABILITIES.   |                   |                   |
| Current portion of capital lease obligations                     | \$ -              | \$ 8,261          |
| Accounts payable Commissions payable                             | 18,770<br>40,254  | 24,823<br>50,252  |
| Payroll taxes withheld   | 2,984             | 3,055             |
| Total current liabilities  | 62,008            | 86,391            |
| STOCKHOLDERS' EQUITY:  Common stock, \$1 par value, 1,000 shares |                   |                   |
| Authorized, 100 shares issued and outstanding                    | 100               | 100               |
| Paid-in capital  | 14,900            | 14,900            |
| Retained earnings  | <u>765,745</u>    | <u>742,716</u>    |
| Total stockholders' equity                                       | 780,745           | 757,716           |
| TOTAL LIABILITIES AND  | e 040.750         | Ф 044 10 <b>7</b> |
| STOCKHOLDERS' EQUITY   | <u>\$ 842,753</u> | <u>\$844,107</u>  |

### FISN, INC. STATEMENTS OF RETAINED EARNINGS FOR THE YEARS ENDED DECEMBER 31,

|                                       |           | 2005    |           | 2004    |
|---------------------------------------|-----------|---------|-----------|---------|
| Retained earnings - beginning of year | \$        | 742,716 | \$        | 686,524 |
| Net income                            |           | 23,029  |           | 56,192  |
| Retained earnings - end of year       | <u>\$</u> | 765,745 | <u>\$</u> | 742,716 |

## FISN, INC. STATEMENTS OF OPERATIONS FOR THE YEARS ENDED DECEMBER 31,

|                                     | 2005                | 2004             |
|-------------------------------------|---------------------|------------------|
| FEE INCOME                          | <u>\$ 2,493,361</u> | \$ 2,593,682     |
| OPERATING EXPENSES:                 |                     |                  |
| Advertising                         | 111,880             | 142,307          |
| Co-brokers fees                     | 6,006               | 436              |
| Depreciation                        | 7,722               | 19,074           |
| Data services                       | 89,955              | 87,168           |
| Clearing expenses                   | 301,022             | 293,440          |
| Insurance                           | 83,867              | 84,698           |
| Interest                            | 1,956               | 250              |
| Office expense                      | 31,490              | 3,355            |
| Professional services               | 18,614              | 22,447           |
| Regulatory fees                     | 37,066              | 40,140           |
| Rent                                | 174,758             | 160,699          |
| Repairs and maintenance             | 11,795              | 14,427           |
| Retirement plan contribution        | 21,584              | 46,377           |
| Salaries and commissions - officers | 316,000             | 301,000          |
| - others                            | 1,073,517           | 1,140,112        |
| Supplies                            | 22,180              | 25,072           |
| Payroll and property taxes          | 89,481              | 85,570           |
| Telephone                           | 20,294              | 20,926           |
| Training                            | 3,410               | 2,087            |
| Travel and entertainment            | 41,235              | 33,866           |
| Total operating expenses            | 2,463,832           | 2,523,451        |
| INCOME BEFORE INCOME TAXES          | 29,529              | 70,231           |
| INCOME TAXES                        | 6,500               | 14,039           |
| NET INCOME                          | <u>\$ 23,029</u>    | <u>\$ 56,192</u> |

## FISN, INC. STATEMENTS OF CASH FLOWS FOR THE YEARS ENDED DECEMBER 31,

|   |           | 2005                       |           | 2004            |
|---|-----------|----------------------------|-----------|-----------------|
| CASH FLOWS FROM OPERATING ACTIVITIES:   |           |                            |           |                 |
| Net income  | \$        | 23,029                     | \$        | 56,192          |
| Adjustments to reconcile net income to net  |           |                            |           |                 |
| Cash provided by operating activities:  |           | <b>7.7</b> 00              |           | 10.054          |
| Depreciation  |           | 7,722                      |           | 19,074          |
| Unrealized (gain) on investment securities  |           | (7,509)                    |           | (285)           |
| Loss on sale of property and equipment  |           | 19,450                     |           | -               |
| Changes In: Trading securities  |           | (17,941)                   |           | (19,805)        |
| Commissions receivable  |           | 3,645                      |           | 18,117          |
| Prepaid income taxes  |           | (13,676)                   |           | (915)           |
| Deferred income taxes   |           | 2,515                      |           | (13,904)        |
| Accounts payable  |           | (6,053)                    |           | (7,181)         |
| Commissions payable   |           | (9,998)                    |           | 1,689           |
| Payroll taxes withheld  |           | (71)                       |           | (3,178)         |
| Income taxes payable  |           |                            |           | <u>(7,194</u> ) |
| NET CASH PROVIDED BY OPERATING  |           |                            |           |                 |
| ACTIVITIES  |           | 1,113                      |           | 42,610          |
| CASH FLOWS FROM INVESTING ACTIVITIES: Proceeds from sale of property and equipment Purchase of investment security Increase in deposits with clearing organizations |           | 5,000<br>(5,865)<br>11,920 |           | (23,122)        |
|   |           | 11,720                     |           | (23,122)        |
| NET CASH PROVIDED (USED) BY INVESTING ACTIVITIES  |           | 11,055                     |           | (23,122)        |
| CASH FLOWS USED BY FINANCING ACTIVITIES: Principal payments on capital lease obligations  | -         | (8,261)                    |           | (16,058)        |
| NET INCREASE IN CASH  |           | 3,907                      |           | 3,430           |
| CASH, BEGINNING OF YEAR   |           | 37,233                     |           | 33,803          |
| CASH, END OF YEAR   | \$        | 41,140                     | <u>\$</u> | 37,233          |
| SUPPLEMENTAL DISCLOSURE OF CASH FLOW INFORMATION:   |           |                            |           |                 |
| Interest paid   | <u>\$</u> | 1,956                      | <u>\$</u> | 250             |
| Income taxes paid   | <u>\$</u> | 17,661                     | <u>\$</u> | 36,052          |
|   |           |                            |           |                 |

NOTE 1: SUMMARY OF OPERATIONS AND SIGNIFICANT ACCOUNTING POLICIES

#### **OPERATIONS**

FISN, Inc. (the Company) was incorporated in the District of Columbia on February 15, 1984 for the purpose of providing brokerage, investment advisory, and venture capital services in the metropolitan Washington, DC area. The Company operates through two divisions, First Internet Securities Network (formerly known as First Income Securities Network), which is a regulated securities broker-dealer, and Federally Insured Savings Network, which assists in the placement of time deposits with financial institutions. Approximately 95% of the Company's revenues are derived from the operations of First Internet Securities Network. The Company does not hold any funds or securities for the account of securities customers and clears all its securities customer transactions through another broker-dealer on a fully disclosed basis. It is, therefore, exempt from SEC Rule 15c3-3 under Section (k)(2)(ii).

#### **USE OF ESTIMATES**

Management uses estimates and assumptions in preparing these financial statements in accordance with U.S. generally accepted accounting principles. Those estimates and assumptions affect the reported amounts of assets and liabilities, the disclosure of contingent assets and liabilities, and the reported revenues and expenses. Actual results could differ from these estimates.

#### **DEPRECIATION**

Depreciation of property and equipment is computed using accelerated methods over the estimated useful lives of the assets.

#### **INCOME TAXES**

Income taxes are provided for the tax effects of transactions reported in the financial statements and consist of taxes currently due plus deferred taxes. Deferred taxes represent the future tax return consequences of temporary differences between the bases of certain assets and liabilities for financial and tax reporting purposes which will be either deductible or taxable when the assets and liabilities are recovered or settled. Valuation allowances are established when necessary to reduce deferred tax assets to the amount expected to be realized.

NOTE 1: SUMMARY OF OPERATIONS AND SIGNIFICANT ACCOUNTING POLICIES (Continued)

#### ACCOUNTS RECEIVABLE

The Company's receivables are primarily from broker/dealers and professional associations located throughout the United States. All accounts at December 31, 2005 and 2004 are considered to be collectible. Accordingly, there is no allowance for doubtful accounts for estimated losses on uncollectible accounts receivable.

#### DEPOSITS WITH CLEARING ORGANIZATION

The Company maintains a \$50,000 good faith deposit with the broker/dealer through which it clears its securities transactions. The total of all cash deposits with clearing organizations at December 31, 2005 and 2004 was \$668,849 and \$680,769, respectively.

#### CASH EQUIVALENTS

For the statement of cash flows, the Company considers all highly liquid debt instruments purchased with maturity of three months or less to be cash equivalents.

#### NOTE 2: CONCENTRATIONS OF CREDIT RISK

At December 31, 2005 and 2004, the Company's cash deposit with its clearing broker exceeded the Securities Investor Protection Corporation (SIPC) insurance limit by \$568,849 and \$580,769, respectively.

#### NOTE 3: INVESTMENT SECURITIES

As of December 31, 2005 the Company held a government agency note, which was purchased in 2005 and subsequently sold in January 2006. At December 31, 2005 and 2004, the Company held 300 shares of an equity security, which is readily marketable. This security is marked to market at each reporting period.

#### NOTE 4: LINE OF CREDIT ARRANGEMENTS

The Company maintains line of credit arrangements with a financial institution. The line of credit is unsecured and has a total cash advance limit of \$64,000. Interest is computed on the outstanding principal at variable interest rates. There were no outstanding balances at December 31, 2005 or 2004.

#### NOTE 5: INCOME TAXES

The net deferred tax assets and liabilities in the accompanying balance sheets include the following components:

|   | <br>2005                 |           | 2004               |
|---|--------------------------|-----------|--------------------|
| Deferred tax assets Deferred tax liabilities Deferred tax valuation allowance | \$<br>25,424<br>(16,497) | \$ -      | 32,735<br>(21,293) |
| Net deferred tax asset  | \$<br>8,927              | <u>\$</u> | 11,442             |

Deferred taxes are the result of the Company using the cash basis of accounting for income tax purposes, and the difference in depreciation methods used for tax purposes.

The provisions for income taxes were as follows for the years ended December 31, 2005 and 2004:

|                                  |           | 2005  | <br>2004     |
|----------------------------------|-----------|-------|--------------|
| Current:                         |           |       |              |
| Federal                          | \$        | 2,428 | \$<br>21,332 |
| State                            |           | 1,557 | <br>6,611    |
| Total current                    |           | 3,985 | <br>27,943   |
| Deferred:                        |           |       |              |
| Federal                          |           | 2,059 | (11,384)     |
| State                            |           | 456   | <br>(2,520)  |
| Total deferred                   |           | 2,515 | <br>(13,904) |
| Total provision for income taxes | <u>\$</u> | 6,500 | \$<br>14,039 |

The difference between the expected tax rate and the Company's effective tax rate of 22% in 2005 and 20% in 2004 is due to the effect of lower federal tax rates for the first \$75,000 of taxable income.

NOTE 6:

**LEASE** 

The Company leases office space under a lease that expires in 2006. The lease provides for a base rental rate plus contingent rentals based on the Company's share of the increase in the landlord's operating expenses, as defined in the lease. The Company's stockholders guarantee the lease.

NOTE 7:

RETIREMENT PLAN

The Company sponsors an employee salary reduction plan (Simple-IRA) under section 408(p) of the Internal Revenue Code. The Company matches the employee's elective deferral on a dollar for dollar basis, not to exceed 3% of the employee's compensation or the indexed ceiling amount stipulated by the Internal Revenue Code. The Company's share of contributions totaled \$21,584 and \$46,377 for the years ended December 31, 2005 and 2004, respectively.

## FISN, INC. SCHEDULE I – COMPUTATION OF NET CAPITAL UNDER RULE 15C3-3 OF THE SECURITIES AND EXCHANGE COMMISSION AS OF DECEMBER 31, 2005

| Total stockholders' equity                          | \$ 780,745        |
|---|-------------------|
| Deductions:   |                   |
| Commissions receivable - other                      | 19,024            |
| Property and equipment, net of depreciation         | 15,589            |
| Prepaid income taxes                                | 14,591            |
| Deferred income tax asset                           | 8,927             |
| Deposit   | 9,815             |
| Total deductions                                    | <u>67,946</u>     |
| Net capital before haircuts on securities positions | 712,799           |
| Haircuts on Securities [computed pursuant to        |                   |
| Rule 15c3-1 (c)(2)(vi)(E)(6)]                       | (3,734)           |
| Net capital   | <u>\$ 709,065</u> |
| AGGREGATE INDEBTEDNESS                              |                   |
| Total liabilities included on balance sheet         | <u>\$ 62,008</u>  |

## FISN, INC.

# SCHEDULE I - COMPUTATION OF NET CAPITAL UNDER RULE 15c3-3 OF THE SECURITIES AND EXCHANGE COMMISSION AS OF DECEMBER 31, 2005

### COMPUTATION OF BASIC NET CAPITAL REQUIREMENT

| MINIMUM CAPITAL REQUIRED [under subparagraph (a)(2) or Rule 15c3-1]                                     | \$ 100,000        |
|---|-------------------|
| EXCESS OF NET CAPITAL OVER MINIMUM REQUIREMENT  | \$ 609,065        |
| EXCESS OF NET CAPITAL AT 1500%  | <u>\$ 704,931</u> |
| EXCESS OF NET CAPITAL AT 1000%  | \$ 702,864        |
| Ratio: Aggregate Indebtedness to Net Capital  | 0.09 to 1         |
| RECONCILIATION WITH COMPANY'S COMPUTATION (included in Part II of FORM X-17A-5 as of December 31, 2005) |                   |
| Net capital, as reported in company's part II (unaudited) FOCUS report                                  | \$ 712,798        |
| Audit adjustments:  Change in federal and state income tax accruals and deferrals                       | (3,733)           |
| Net capital   | \$ 709,065        |

### FISN, INC.

## SCHEDULE II- COMPUTATION FOR DETERMINATION OF RESERVE REQUIREMENTS UNDER RULE 15c3-3 OF THE SECURITIES AND EXCHANGE COMMISSION AS OF DECEMBER 31, 2005

The Company does not receive or otherwise hold funds or securities for, or owe money or securities to, securities customers and does not otherwise carry customer accounts. Accordingly, the Company is exempt from Securities and Exchange Commission Rule 15c3-3 under the exemption allowed in Section (k)(2)(ii).

| Required deposit | None |
|------------------|------|
|------------------|------|



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11 North Washington Street

Certified Public Accountants

### INDEPENDENT AUDITOR'S REPORT ON INTERNAL ACCOUNTING CONTROL REQUIRED BY SEC RULE 17a-5

Board of Directors FISN, Inc. 4800 Montgomery Lane Suite 880 Bethesda, MD 20814

In planning and performing our audit of the financial statements and supplemental schedules of FISN, Inc. for the year ended December 31, 2005, we considered its internal control structure, including procedures for safeguarding securities, in order to determine our auditing procedures for the purpose of expressing our opinion on the financial statements and not to provide assurance on the internal control structure.

Also, as required by rule 17a-5(g)(1) of the Securities and Exchange Commission (SEC), we have made a study of the practices and procedures followed by the Company including tests of such practices and procedures that we considered relevant to the objectives stated in rule 17a-5(g) in making the periodic computations of aggregate indebtedness (or aggregate debits) and net capital under rule 17a-3(a)(11) and for determining compliance with the exemptive provisions of rule 15c3-3. Because the Company does not carry securities accounts for customers or perform custodial functions relating to customer securities, we did not review practices and procedures followed by the Company in any of the following:

- 1. Making quarterly securities examinations, counts, verifications, and comparisons
- 2. Recordation of differences required by rule 17a-13
- 3. Complying with the requirements for prompt payment for securities under Section 8 of Federal Reserve Regulation T of the Board of Governors of the Federal Reserve System

The management of the Company is responsible for establishing and maintaining an internal control structure and the practices and procedures referred to in the preceding paragraph. In fulfilling this responsibility, estimates and judgment by management are required to assess the expected benefits and related costs of internal control structure policies and of the practices and procedures referred to in the preceding paragraph and to assess whether those practices and procedures can be expected to achieve the SEC's above mentioned objectives. Two of the



Board of Directors FISN, Inc.
Page Two

objectives of an internal control structure and the practices and procedures are to provide management with reasonable, but not absolute, assurance that assets for which the Company has responsibility are safeguarded against loss from unauthorized use or disposition, and that transactions are executed in accordance with management's authorization and recorded properly to permit the preparation of financial statements in accordance with U.S. generally accepted accounting principles. Rule 17a-5(g) lists additional objectives of the practices and procedures listed in the preceding paragraph.

Because of inherent limitations in any internal accounting control procedures or the practices and procedures referred to above, errors or irregularities may nevertheless occur and not be detected. Also, projection of any evaluation of them to future periods is subject to the risk that they may become inadequate because of changes in conditions or that the effectiveness of their design and operation may deteriorate.

Our consideration of the internal control structure would not necessarily disclose all matters in the internal control structure that might be material weaknesses under standards established by the American Institute of Certified Public Accountants. A material weakness is a condition in which the design or operation of the specific internal control structure elements does not reduce to a relatively low level the risk that errors or irregularities in amounts that would be material in relation to the financial statements being audited may occur and not be detected within a timely period by employee in the normal course of performing their assigned functions. However, we noted no matter involving the internal control structure, including procedures for safeguarding securities that we consider to be material weaknesses as defined above.

We understand that practices and procedures that accomplish the objectives referred to in the second paragraph of this report are considered by the SEC to be adequate for its purposes in accordance with the Securities Exchange Act of 1934 and related regulations, and that practices and procedures that do not accomplish such objectives in all material respects indicate a material inadequacy for such purposes. Based on this understanding and on our study, we believe that the Company's practices and procedures were adequate at December 31, 2005 to meet the SEC's objectives.

This report is intended solely for the use of management and the SEC, and other regulatory agencies that rely on rule 17a-5(g) under the Securities and Exchange Act of 1934 in their regulation of registered brokers and dealers, and should not be used for any other purpose.

Suta RUdhry, P.C.